

"Duped"
696-002

Ben 10: Evolutions

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BEN 10: EVOLUTIONS
"Duped"
TEASER

FADE IN:

EXT. MUSEUM - DAY

ESTABLISHING a Natural History Museum facing a CITY PARK. TWO OLD MEN are sitting on a bench, feeding PIGEONS. The pigeons, spooked by a low <RUMBLING>, scatter.

They have good reason to, it's an ALIEN TANK.

CUT TO:

INT. TANK COCKPIT - CONTINUOUS - DAY

TWO FOREVER KNIGHTS with Cockney accents sit at the controls.

1 FOREVER KNIGHT #1
 Right then, we go in fast, grab
 what we came for and get out!

2 FOREVER KNIGHT #2
 Charging the Cannon, now.

Forever Knight #2 flips switches. <BUILDING HUM> Forever Knight #1 squints into a periscope.

3 FOREVER KNIGHT #1
 This'll rip that door open like it
 was made of tissue paper --

Suddenly the top of the TANK PEELS open <GROANING METAL>. They look up to see:

RATH, straddling the tank as he tears back the roof.

4 RATH
 Let me tell you something, Forever
 Knights! Nobody's rippin' open
 nothin' except Rath!

The Forever Knights SHOOT HIM with SMALL ENERGY PISTOLS. The bolts BOUNCE HARMLESSLY off of him.

6 RATH (CONT'D)
 That's your first mistake! When you
 shoot Rath, it just makes Rath mad!

At that, his COMMUNICATOR <CHIRPS>. Suddenly reasonable, he answers it.

7 RATH (CONT'D)
Hello?

CUT TO:

EXT. TENNIS STADIUM - CONTINUOUS - DAY

GWEN is sitting with a bored KEVIN in the stands, watching a tennis match. Julie turns and whispers into her COMMUNICATOR:

8 GWEN
(sotto voce)
Ben! Where are you? Julie's in the middle of her set!

Below, JULIE plays hard on an outdoor TENNIS COURT.

9 JULIE (DISTANT)
<effort grunt, beat, effort grunt>

CUT BACK TO:

EXT. MUSEUM - CONTINUOUS - DAY

Rath rolls his eyes, turns to the side, and replies, sotto:

10 RATH
Let me tell you something, Gwen Tennyson, I was on my way there when I saw this tank pull up to the museum and --

11 GWEN (V.O.)
I don't care. Get here.

<CLICK!> Rath eyes the communicator and mutters to himself:

12 RATH
(mildly)
That was harsh.
(back to shouting)
Now! Where were we--

Rath looks down into the Tank; it's empty. He looks around. The Knights have taken their leave.

WIDE ON TANK - Embarrassed, Rath RIPS THE TANK TO SHREDS with his bare hands, like an angry toddler.

12a FOREVER KNIGHTS
<SCREAMS of terror>

13 RATH
<angry EFFORTS>

ON FOUNTAIN - the tank <CRASHES> down. Water everywhere.

RATH glowers. Then he notices the TWO OLD MEN, seated on a PARK BENCH, gaping at him. Trying to excuse his fit of pique, he explains, embarrassedly.

14 RATH (CONT'D)
It was already busted.

GO TO MAIN TITLES.

ACT ONE

FADE IN:

EXT. CITY - DAY (TV MATTE, NETWORK LOGO IN LOWER RIGHT)

A SPORTS NETWORK BROADCAST is in progress. A HELICOPTER SHOT swoops across DOWNTOWN BELLWOOD, ESTABLISHING the PUBLIC PARK surrounded on three sides by the aforementioned MUSEUM, a new MALL AND MOVIE THEATER COMPLEX, and an open-air TENNIS STADIUM.

15 COLOR COMMENTATOR (V.O.)
...welcome back to our coverage of
the National Junior Tennis
Championships...

EXT. TENNIS STADIUM - DAY

We see Julie rocking from side to side, preparing to serve.

16 COLOR COMMENTATOR (V.O.)
...Where an exciting semi-final
round is in progress. Newcomer
Julie Yamamoto is at match poin--

17 SPECTATORS
<murmurs of recognition>

18 COLOR COMMENTATOR
Hold on!

In the BLEACHERS, Ben hurries down the steps. Gaping SPECTATORS turn, point and <SNAP> photos as he passes.

18a CROWD
<Walla>

19 COLOR COMMENTATOR (V.O.)
 There's a celebrity in the crowd,
 the infamous teen media sensation,
 Ben Tennyson!

Ben reaches his row and edges past star-struck Spectators,
pausing to sign an autograph here and there.

Finally, he reaches Kevin, who is eating a BURGER, and Gwen,
who yanks him down in his seat, frowning disapprovingly.

21 BEN
 <grunt>

On the court, Julie blinks away her annoyance, winds up --

22 JULIE
 <sharp effort grunt>

-- and <SWATS> the ball into the net.

23 CHAIR UMPIRE
 Fault!

From his seat, Ben cups a hand and calls:

24 BEN
 Sorry!

Gwen elbows him and puts a finger to her lips.

25 GWEN
 <Shhh!>

Down on the court, Julie pointedly looks away, squares
herself and then serves again. Very, very hard.

26 JULIE
 <bigger effort grunt>

Opponent #1 lunges but misses as the ball bounces past her.

26a OPPONENT #1
 <missing effort>

27 CHAIR UMPIRE
 Game, set, match!

The O.S. SPECTATORS <APPLAUDS> as Ben, Gwen and Kevin head
down to the court to congratulate Julie.

28 BEN
 Nice game, Julie!

29 JULIE
How would you know?

Hurt, she heads off. Ben puzzles at Julie.

30 BEN
What? What'd I say?

31 GWEN
It's what you did, Ben. You were late, and when you finally showed up, you made a big entrance and completely blew her concentration.

32 BEN
I can't help if I'm famous! Right?

Kevin stares at him, deadpan. No help here. Ben says, monotone:

33 BEN (CONT'D)
I'm sorry it won't happen again.

Gwen goes nose to nose with her cousin.

34 GWEN
It better not. The finals are in three hours. That should be enough time for you to figure out how to make this up to her.

Gwen strides off. Ben, stymied, turns to Kevin.

35 BEN
Any suggestions?

36 KEVIN
Yeah, there's a plan. Ask me for girlfriend advice.

CUT TO:

INT. FOREVER KNIGHTS LAIR [RE-USE FROM *PET PROJECT*] - DAY

A flock of BLACK CROWS flutter away, mirroring the pigeons in the teaser.

New angle reveals KING URIEN (he's a Forever King, and his standard has crows on it), standing in parade rest in front of his throne, obviously unhappy. RACKS OF ALIEN WEAPONS line the wall in B.G.

37 KING URIEN
Explain yourselves.

The TWO KNIGHTS from the teaser stand, heads hanging low.

- 38 FOREVER KNIGHT #1
We attempted to show initiative,
King Urien.
- 39 KING URIEN
And by doing so, you revealed our
intentions to our enemies, and lost
our sole remaining plasma beam
tank.
- 40 FOREVER KNIGHT #2
We didn't lose it, sire. It's right
outside the museum. Ben Tennyson
tore it into tiny pieces but--

Forever Knight #2 FACEPALMS, his armor <KLANKING> as he does.

- 41 FOREVER KNIGHT #1
(quieter)
--we know exactly where...

Off of Urien's cold stare.

- 42 FOREVER KNIGHT #1 (CONT'D)
(trying to laugh it off)
Actually, it's almost funny when
you think about it (hehe).

King Urien finally takes his hands from behind his back,
revealing that his right gauntlet is colored BLACK. He points
it at Forever Knight #1.

- 43 KING URIEN
Do you know what else amuses?

King Urien FIRES a crackling Energy blast from his palm,
BLASTING Forever Knight #1 in to a smoldering lump.

The CROWS circle down and land on the shattered armor,
pecking at the openings. Forever Knight #2 is looking at it,
in terror, he looks back up at Urien's face. The King smiles
back at him without mirth, then turns coldly serious.

- 44 KING URIEN (CONT'D)
I can see that if I'm ever to
restore the honor of this pathetic
organization, It will require a
more... hands on approach.

CUT TO:

INT. SPORTS STADIUM - CORRIDOR - DAY

Ben and Kevin are walking fast, trying to catch up with Gwen.

45 BEN
 C'mon, Gwen! Wait up!

Gwen stops and turns to face Ben, arms folded, impenetrable.

46 BEN (CONT'D)
 Okay, so I was a little late. I was
 kinda busy.

47 GWEN
 And this tournament is important to
 her.

Kevin butts in between them.

48 KEVIN
 If we're doing important, maybe we
 could try figuring out why those
 Forever Knights were trying to bust
 into that museum.

Gwen and Kevin go nose to nose, ignoring Ben as they bicker.

49 GWEN
 'Forever Knights?' Like that's a
 big riddle. They're trying to steal
 some piece of alien technology so
 they can slay dragons, or take over
 the world, or whatever.

We hear the <CLICKITY-CLICK> of a handheld device. Gwen and Kevin are too busy arguing to notice at first. Kevin fumes:

50 KEVIN
 So now we just ignore them when
 they try and take over the world?

51 GWEN
 They're always taking over the
 world, but this is Julie's first
 professional tournament. We should
 be supporting her. She should be
 the center of attention, especially
 from Ben...

They turn to see that Ben is not paying attention, but is busy TYPING on his PDA.

52 GWEN (CONT'D)
 What are you doing?

Ben shrugs.

53 BEN
I was thinking that while we're
waiting around, I could go and
catch *Sumo Slammers: The Movie*.

54 KEVIN
You're either the bravest man
alive, or the dumbest.

55 BEN
What?

56 KEVIN
Okay, then. It's the dumbest.

57 BEN
(excited)
It's opening today. And there's a
two P.M. show just a few blocks
from --

Gwen puts her hand over his mouth.

58 GWEN
No.

He pulls her hand off his mouth and whines:

59 BEN
But it's Sumo Slammers! In 3-D!

60 GWEN
(warning)
Ben...

61 BEN
It's their first live-action movie!
Everybody knows live action is
better than cartoons!

62 GWEN
Benjamin Kirby Tennyson! Don't even
think about it,! You can't be in
two places at once.

She gives a final glare and exits SHOT; Kevin mimics her with
a snarling face at Ben and follows. HOLD ON Ben, realizing:

63 BEN
(sotto)
Or, maybe I can.

CUT TO:

INT. SPORTS STADIUM - PUBLIC LAVATORY - DAY

Ben hurries in, quickly checks the stalls to make sure he's alone, then turns and triggers the Ultramatrix.

After the traditional DNA TRANSFORMATION SEQUENCE...

THREE COPIES of ECHO ECHO appear.

64 ECHO ECHOS
(three overlapping tracks)
Echo Echo!

Echo Echo #1, turns to Echo Echo #2 and #3.

65 ECHO ECHO #1
Okay, boys, set your Ultimatrix to
'Human' and follow my lead.

They turn the dials on their chests and prepare to slap the devices.

66 ECHO ECHO #1 (CONT'D)
On the count of ten: one, two, ten!

They trigger their Ultimatrixes at once. Suddenly, in their place stand THREE COPIES OF BEN! (Though identical to the eye, each represents only one personality trait: ECHO ECHO #1 becomes FILM FAN BEN, #2 becomes SENSITIVE BEN, and #3 is RUDE BEN, so named for reasons which will soon be obvious.)

67 FILM FAN BEN
I didn't really think that was
going to work.

68 SENSITIVE BEN
Why not, you're a smart guy, and
you don't give yourself enough
credit for that.

69 RUDE BEN
I dunno. I think you're kind of a
dope.

70 FILM FAN BEN
Yeah? Well this dope's going to see
Sumo Slammers!

As soon as they EXIT SHOT, Kevin rounds a corner, gnawing on a CORN DOG. Sensitive Ben taps him on the shoulder from behind.

80 SENSITIVE BEN
Hello, Kevin. Hope I didn't keep
you waiting.

Kevin blinks, nonplussed.

81 KEVIN
Didn't I just see you with Gwen?

Sensitive Ben innocently replies:

82 SENSITIVE BEN
I guess so. Didn't you want to go
investigate the Forever Knights
robbery?

83 KEVIN
Yeah... but Gwen's pretty mad at
you. You better--

84 SENSITIVE BEN
Gwen might seem inflexible, but her
heart is as big as all outdoors.
She'll forgive my transgression.

Kevin's pretty sure he misheard Ben.

85 KEVIN
Gwen will forgive you? Gwen
Tennyson?

86 SENSITIVE BEN
This mission's important to you,
and you're important to me, my good
friend. Let's go.

As they exit SHOT, Kevin shrugs.

87 KEVIN
Something's definitely wrong here,
but so far it's working out for
me...

As they walk past the lavatory door, Film Fan Ben, peeks out. Exiting, he says:

88 FILM FAN BEN
Julie's covered, Kevin's covered
and I'm off to the movies.

As he dashes off in another direction:

CUT TO:

INT. UNDERGROUND SEWER TUNNEL - DAY

Simultaneously, beneath the streets of the city, the THREE KNIGHTS stand holding FLUORESCENT LANTERNS and watch as King Urien clamps a MINE to a wall. He twists a timer and backs away. Blink blink blink; then:

<VAZORRRMMMM!> As the device detonates, it projects a DISINTEGRATING ENERGY SWIRL rearward, AUGURING a six-foot-circumference PASSAGE several yards into the rock, thereby starting a line that runs perpendicular to the sewer tunnel.

89

KING URIEN

Onward, my Knights. This time
nothing will stop us from gaining
power beyond all reckoning!

FADE OUT.

END OF ACT ONE

ACT TWO

FADE IN:

EXT. TENNIS STADIUM - DAY

Julie takes her position in the service box, preparing to start her match with OPPONENT #2. She bounces the ball, preparing to serve when:

90 RUDE BEN
 Goooo, Julie!

Up in the bleachers, Rude Ben, with a big foam "#1" finger, stands and gives her a fist-pumping shout-out through a cardboard megaphone.

91 RUDE BEN (CONT'D)
 Whoooooooo! Julie Yamamoto is number
 one, baby! Woof! Woof! Woof!!

Gwen yanks him back down in his seat.

92 RUDE BEN (CONT'D)
 What?

93 GWEN
 You're embarrassing her!

94 RUDE BEN
 She loves the attention.

95 GWEN
 No, she doesn't!

Ben sees that, on the court, Julie is hanging her head in shame.

96 RUDE BEN
 My bad.

Ben stands and directs his attention to OPPOSING PLAYER #2, on the opposite side of the court.

97 RUDE BEN (CONT'D)
 Hey, Other Girl! You're a terrible
 tennis player, and my girlfriend's
 going to kick your butt!

Off Opposing Player's disbelieving reaction, REPORTERS, CAMERAMEN and some cute FEMALE FANS rush up the steps AT CAMERA.

98 MOB
That is Ben Tennyson! / Ben, over
here! / <girlish squeals> / Smile,
Ben! / He's so cute! / He can turn
into aliens! /

Down on the court, the Chair Judge looks off at the stands in
B.G., where the Mob surrounds Ben.

99 CHAIR UMPIRE
What's happening up there?

Julie winces.

100 JULIE
Uh, that's my... boyfriend.

101 CHAIR UMPIRE
You must be very proud.

In the stands, Gwen cringes and ducks to avoid getting
elbowed and squashed as the mob presses closer.

103 TV REPORTER
Ben, any comment on Will Harangue's
editorials? He says you're a
menace.

104 RUDE BEN
Yeah? I say TV's a dead medium.

The reporter is taken aback.

105 RUDE BEN (CONT'D)
Sorry, man. You know it's true.

106 FEMALE FAN #1
I'm your biggest fan!

107 RUDE BEN
Well, that makes two of us!

108 FEMALE FAN #1
Is that really your girlfriend on
the court?

109 RUDE BEN
Hey, things change... <OW!>

Gwen smacks him pretty hard.

110 RUDE BEN (CONT'D)
What? I'm just having fun.

Then, a shrill O.S. WHISTLE BLOWS. Everyone turns to see:

The Chair Umpire sits with his whistle in his hand; he glowers up at the O.S. stands. Julie stands beside him, clutching her face in embarrassment.

111 CHAIR UMPIRE
Would... you... mind?!

In the stands, Rude Ben asides to the girl he was flirting with.

112 RUDE BEN
We'll talk later.
(to Chair Umpire)
Sorry, Ref!

Down on the court, the Chair Umpire nods at Julie, who is looking up at Ben, who grins down at her, obviously. Julie looks sad, as if she saw the flirting. Ben gives her a "thumb's up." Suddenly focused, Julie serves the ball HARD.

113 JULIE
<effort GRUNT>

It's a blistering Ace. To the <APPLAUSE> of the fans we:

113a OPPONENT #2
<missing effort>

CUT TO:

EXT. MUSEUM - DAY

Sensitive Ben and Kevin sit in KEVIN'S CAR, which is parked across the street from the front of the museum.

114 KEVIN
Whatever the Knights wanted, you kept em from getting it. I say we stake out the museum and wait till they try ag--

Kevin finally notices Sensitive Ben gazing at him intently. Kevin reaches up to touch his own face.

115 KEVIN (CONT'D)
What? Do I have corn dog on my face?

116 SENSITIVE BEN
No. I'm just thinking about how long we've known one another.

117 KEVIN
Why?

118 SENSITIVE BEN
Because I don't think we've ever
honestly talked about our feelings.
About how we're friends now, but we
were enemies.--

120 SENSITIVE BEN (CONT'D)
(cheerful mental diarrhea)
-- Which is understandable, what
with you being criminally insane
back then and all.

KEVIN
119 I talk about my feelings all the
time. Like when I'm mad, or hungry.

121 KEVIN (CONT'D)
(pointedly ignoring)
...Or when I have to go to the
bathroom.

122 SENSITIVE BEN
Not to mention there's probably
still unresolved tension from that
whole hacking the Omnitrix thing
that turned you into a monster --

Kevin looks at Ben as if he's gone mad. He babbles on.

123 SENSITIVE BEN (O.S.) (CONT'D)
-- which, though I didn't want to
say anything at the time, made you
really hard to be around, not that
I blame you, since it was
absolutely my fault that things
went so south

CUT TO:

EXT. TENNIS STADIUM - DAY

Gwen leans over the rail as Julie stands on the sidelines,
using a towel to wipe sweat from her face.

124 JULIE
<exasperated grunt> I can't believe
I blew that last shot!

125 GWEN
It's okay, you're still ahead. Just remember, I'm here for you. Kevin's here for you. Ben's here for you --

They both look O.S. to see...

Up in the stands, Rude Ben is flirting with the Female Fans, signing an autograph for one and winking at another.

Gwen winces as Julie grips her racket handle as if she's strangling someone.

126 GWEN (CONT'D)
Okay, One out of three aint bad.

127 JULIE
(dismayed)
What is wrong with him?

Gwen strides up to Rude Ben, shooing away the Female Fans.

128 GWEN
You, shoo! Go away!

Female Fans #2 and #3 eye her warily and scurry off. Female Fan #1 doesn't budge.

129 GWEN (CONT'D)
Especially you!

Gwen glances about, then furtively PROJECTS A FORCE WALL <VWOP!> and shoves her OUT OF SHOT.

130 FEMALE FAN #1 (PARTIAL O.S.)
Hey!

Then Gwen turns to Rude Ben and indignantly scolds:

131 GWEN
All Julie wanted was a little support, but noooo. You're too busy being Celebrity Chick Magnet!

She marches back down the steps in Julie's direction. Rude Ben shouts after her:

132 RUDE BEN
Come on, it's just a dumb old tennis game!

In a WIDE SHOT, Rude Ben's VOICE ECHOES across the court.

133 RUDE BEN (CONT'D)
Besides, she was supposed to lose,
anyway!

In the stands, Spectators turn in his direction, aghast.

Seated in a chair on the far side of the court, Opponent #2
looks up and smirks.

Standing halfway down the stands, stopping in mid-stride.
Gwen winces.

Standing on the court, Julie slumps.

135 RUDE BEN (CONT'D)
Sound really carries in here...

CUT TO:

INT. MOVIE THEATER - STADIUM-SEATING BALCONY - DAY

Film Fan Ben sits cradling a POPCORN BUCKET, surrounded by
FANBOYS; all wear 3-D GLASSES. An eerie pentatonic-scale
THEME MUSIC SEGUES to a Terminator-style DRUMBEAT, Ben and
the Fanboys simultaneously slap pony-tailed SUMO WRESTLER
WIGS on their heads and shout a signature phrase:

136 FILM FAN BEN / FANBOYS
(in unison)
It's Slammer Time!

CUT BACK TO:

INT. DIRT-WALLED TUNNEL - DAY [RE-USE FROM *INFERNO*]

<VAZORRRMMMM!> Another MINE BURNS another section of tunnel.
DUST SETTLES; King Urien and the Knights step forward. Knight
#2, holding a City Works Department BLUEPRINT in his hands,
and a MINE under his arm, worries:

137 FOREVER KNIGHT #2
Sire, I'm not certain I know how to
read these blueprints...

King Urien crosses past him.

138 KING URIEN
I have little patience for failure,
Knight. Plant the device.

CUT TO:

INT. KEVIN'S SEDAN - MEANWHILE - DAY

Sensitive Ben is still prattling on.

139 SENSITIVE BEN
 ...and of course we haven't even
 begun to unpack the team's
 interpersonal dynamics, what with
 your relationship with Gwen, who
 is, after all, my cousin, which
 means you and I might someday end
 up related, which could get kinda --

Kevin is on his last nerve. He slaps the steering wheel.

140 KEVIN
 Ben!!

142 KEVIN (CONT'D)
 You've always been kinda girly, but
 today?

143 SENSITIVE BEN
 Yeah?

144 KEVIN
 (shouting)
 You're creeping me out!

145 SENSITIVE BEN
 I understand. I'm truly sorry.

146 KEVIN
 Stop understanding! Stop
 apologizing! Stop talking about
 your feelings. I just want to find
 some Forever Knights and pound
 them!

Sensitive Ben strokes his chin and nods like a psychiatrist running a session.

147 SENSITIVE BEN
 Hmmm. Interesting.

Kevin raises his fist.

148 KEVIN
 Cut that out!

Just then, we hear another <O.S. MUFFLED VAZORRRMMMM!> Both turn. Kevin recognizes the sound.

149 SENSITIVE BEN
 Deterion energy mine?

150 KEVIN
 Yep.

CUT TO:

EXT. MUSEUM - CONTINUOUS - DAY

They exit the car and stand in the street; there's a closer
<O.S. MUFFLED VAZORRRMMM!>

151 SENSITIVE BEN
 How bad?

152 KEVIN
 Major dangerous. They can burn a
 hole through ten feet of solid--
 (realizing)
 It must be the Knights! We better
 suit up.

Kevin touches the metal plating on the street and ARMORS UP.

Sensitive Ben slaps his Ultimatrix and TRANSFORMS into
Humungousaur as a precaution.

153 HUMUNGOUSAUR
 (singing it)
 Humungousaur!

Metal Kevin looks askance.

154 KEVIN
 Never do that again.

155 HUMUNGOUSAUR
 Just trying it out. Can you tell
 which way they're coming from?

The ROAD beneath them starts to CRACK. They both glance down
at the expanding seams, then trade looks of resignation.

156 KEVIN
 Yes.

<CRACK!> The asphalt gives way. As they drop out of sight:

157 HUMUNGOUSAUR / KEVIN
 <falling cries>

FADE OUT.

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END OF ACT TWO

ACT THREE

FADE IN:

INT. DIRT-WALLED TUNNEL - RESUME ACTION - DAY

Humongousaur and Kevin comes crashing down behind the Knights in the rough-hewn passageway dug out by the Deterion charges.

158 HUMUNGOUSAUR / KEVIN
<falling cries, impact grunts>

159 KING URIEN
Who dares intrude?

160 FOREVER KNIGHT #2
It's Ben Tennyson, the alien
changeling, and his lackey!

Humongousaur helps Kevin to his feet.

161 KEVIN
Oh. Now I'm a 'lackey.'

162 HUMUNGOUSAUR
I'm sure he didn't mean to hurt
your feelings.
(to Knights)
You didn't mean to hurt his
feelings, right?

Heavy BLASTER FIRE peppers Humongousaur and Metal Kevin.

163 KEVIN
<IMPACTS>

Kevin's metal shell is being chipped away, he ducks behind Humongousaur.

Down the tunnel, King Urien tucks two Deterion Mines under his arm. The Knights are in firing positions, SHOOTING rearward.

165 KING URIEN
Destroy them!

164 HUMUNGOUSAUR
(asides to Kevin)
I think they're being deliberately
hurtful.

King Urien strides off into the newly-dug passage. The Knights keep shooting. The SOUND OF THEIR BLASTER FIRE mixes with:

SMASH CUT TO:

INT. MOVIE THEATER - SIMULTANEOUSLY - DAY

<DEAFENING SFX> from *Sumo Slammer: The Movie*. Still wearing his Sumo wig, Film Fan Ben sits bathed in the GLOW from the O.S. movie screen.

166 B-ROLL SOUND EFFECTS
 <Faux Japanese Sumo-wrestling
 WALLA>

Ben stuffs his mouth, spewing popcorn kernels as he slurs:

167 FILM FAN BEN
 Love a good fight scene.

ZOOM OUT; the other Fanboys gaze, similarly euphoric.

CUT BACK TO:

INT. DIRT-WALLED TUNNEL - SIMULTANEOUSLY - DAY

Kevin and Humongousaur stand with backs against a turn in the wall to avoid the continuing BLASTER FIRE. Both shout:

168 KEVIN
 Ben? Do something!

169 HUMUNGOUSAUR
 Why me?

170 KEVIN
 Because you're a giant
 indestructible dinosaur?!

171 HUMUNGOUSAUR
 Okay, but shouldn't we work towards
 a consensus that lets us both feel
 invested in the plan --

172 KEVIN
 (exasperated)
 Forget it!

Kevin looks up at an exposed SEWER PIPE. He touches it, repairing his damaged metal shell, then tucks into a crouch.

173 KEVIN (CONT'D)
 Just throw me!

174 HUMUNGOUSAUR
(brightly)
Okay!

He does, smashing into the Knights, scattering them.

175 FOREVER KNIGHTS
<impact grunts and yelps>

Humongousaur <STOMPS> over to the Knights, lying in a heap.
They hear another <O.S. VAZORRRMMMM>; Kevin gives
Humongousaur the nod.

176 KEVIN
Let's go!

They start off down the tunnel, but then Humongousaur bumps
into another LOW-HANGING SEWER PIPE, <BONG!> He clutches his
forehead and shrinks, REVERTING TO SENSITIVE BEN.

176a HUMUNGOUSAUR
Ooof!

177 SENSITIVE BEN
Owww!

Kevin looks at Sensitive Ben incredulously.

178 KEVIN
When did you get to be such a baby?

Kevin strides off. Sensitive Ben calls after him:

179 SENSITIVE BEN
(pouting whine)
Well, it hurt!

CUT TO:

INT. MUSEUM - DAY

CLOSE ON an Aztec-design BEJEWELED GOLD NECKLACE in a DISPLAY
CASE. King Urien's hand BREAKS the glass using a MALTESE
FALCON -- then tosses the figurine aside and grabs the
necklace.

King Urien eyes the necklace, waves a <PEEPING> SENSOR DEVICE
over it, then pries a large RED GEM from its center.

180 KING URIEN
It's mine! After all of this time,
It's mine!

181 SENSITIVE BEN (O.S.)
Excuse me, sir --

SWISH PAN TO the JAGGED HOLE King Urien made in the museum FLOOR. Sensitive Ben and Kevin crawl up from the tunnel.

182 SENSITIVE BEN (CONT'D)
But the signs clearly say, 'Do not touch the exhibits.'

Kevin looks at Sensitive Ben, taken aback.

183 KEVIN
'Signs?' That's the best you got? Where's the usual smack talk?

184 SENSITIVE BEN
I didn't think it was necessary to be insulting.

While they stand debating in F.G., King Urien, seen in B.G., fits himself into what appears to be a hollow Aztec Statue (a MAN-SHAPED CASING attached to a wall, with outspread arms and legs). It's more Iron Man than Iron Maiden.

185 KEVIN
It's totally necessary. First we crack on the bad guys, then we trash em. It's what we do!

186 SENSITIVE BEN
That's bad sportmanship. We should respect the ego-space of our opponents. Villains are people too.

Kevin notices what King Urien has been up to.

In CLOSE-UP, King Urien jams the stolen gem into a receptacle. RIVULETS OF ENERGY spread from the gem through the casing like blood coursing through arteries. Armatures clamp over King Urien's arms and chest, strapping him in.

The Aztec contraption <WHIRS> to life (à la Sigourney Weaver operating the HEAVY LIFTER in *Aliens*).

King Urien flexes the mechanism's <WHIRRING> arms and claw-like graspers, testing them. Satisfied, he smirks at our heroes.

189 KING URIEN
This is Toltech Battle Armor -- a little parting gift left with the ancient Aztecs by a race of aliens.

Sensitive Ben asides to Kevin.

190 SENSITIVE BEN
 There were aliens in Central
 America?

191 KEVIN
 They came for the scenery, but they
 stayed for the chocolate.

King Urien <STOMPS> over, <SERVOS WHIRRING>. Kevin dives clear, but Sensitive Ben, slower to react, doesn't. King Urien rears back and backhands him O.S.

Sensitive Ben <SLAMS> into the back wall, CRACKING THE PLASTER. He slides to the floor and rattles his head.

191a SENSITIVE BEN
 Ooof...

192 SENSITIVE BEN (CONT'D)
 <impact grunt, groan>

Kevin runs over and kneels, helping Sensitive Ben sit up.

193 KEVIN
 How could you let your guard down
 like that?

194 SENSITIVE BEN
 (woozy)
 I'm not myself today.

Kevin touches a wall mounted DISPLAY OF CEREMONIAL SHIELDS. A COPPER OVERLAY spreads down his arm, covering his body.

195 KEVIN
 Yeah? Well pull it together.
 (shouts O.S. at King
 Urien)
 Okay, tin man, it's you and me!

Copper Kevin leaps O.S to battle King Urien. Wincing, Sensitive Ben takes Kevin's advice and talks into his Ultimatrix.

CUT TO:

INT. MOVIE THEATER / EXT. TENNIS STADIUM - DAY

A SPLIT SCREEN shows Film Fan Ben and Rude Ben; they hear their communicators <PEEP> and answer simultaneously.

196 FILM FAN BEN / RUDE BEN
 (overlap)
 Hello? / Hello?

They hear <SOUNDS OF BATTLE>, Kevin's getting the worst of it:

197 KEVIN
 <B-roll battle WALLA, IMPACTS,
 GRUNTS>

198 KING URIEN
 <B-roll battle WALLA, IMPACTS,
 ATTACKS>

199 SENSITIVE BEN (V.O.)
 I hate to interrupt everyone's
 evening -is everyone having a good
 time?-

SPLIT SCREEN of FILM fan BEN/RUDE BEN

200 FILM FAN BEN
 (overlapping)
 This movie's awesome!

201 RUDE BEN
 (overlapping)
 It's okay.

Back on Sensitive Ben.

202 SENSITIVE BEN
 Well, we're fighting an ancient
 alien battle robot, and we're not
 doing too well...

Kevin is thrown through the shot. We <HEAR> him hit the wall.

203 KEVIN
 <throwing CRY>

Ben touches his head where he bumped it.

204 SENSITIVE BEN
 I think I feel a knot...

FILM FAN BEN stands, doffs his wig and sidles along the row:

205 FILM FAN BEN
 On my way.

RUDE BEN

Shoves past other Spectators in the tennis match stands.

207 RUDE BEN
 Head's up... One side... hero stuff
 to do...

ON THE COURT

Julie looks up and sees Ben leaving. She misses a return.

CUT TO:

EXT. PARK - A MINUTE LATER - DAY

CAMERA PANS as the two Bens rendezvous, running IN from different directions. As they GAIN OUT OF SHOT, they pass the same TWO OLD MEN (who saw Rath shred the tank in the teaser), who are underwhelmed at the sight of the identical duo. They go back to feeding the pigeons.

WIPE TO:

EXT. MUSEUM - DAY

Rude Ben and Film Fan Ben skid to a halt facing the museum.

208 FILM FAN BEN
 <panting> Where's the other us?

209 RUDE BEN
 <panting> What am I, a GPS?

They hear an O.S. HEAVY DOOR <WHAM> open and turn to see:

Kevin and Sensitive Ben hightailing it down the museum steps.

210 KEVIN
 Go-go-go!

211 SENSITIVE BEN
 Going-going-going!

The two waiting copies watch as Kevin runs right past them. Sensitive Ben stumbles over and halts, hands on knees.

212 SENSITIVE BEN (CONT'D)
 <panting>

Then Kevin jogs backwards INTO SHOT and stops. He looks from Sensitive Ben to the other two Bens. Beat.

- 213 KEVIN
If I wasn't running for my life,
I'd totally demand an explanation.
- 214 FILM FAN BEN/SENSITIVE BEN/RUDE BEN
(overlapping)
Sumo Slammers opened today and -- /
We were trying to be sensitive to
everyone's needs -- / What's it to
you?
- 215 KEVIN
Again: running for my life.

As Kevin turns to dash, King Urien and his Toltech armor
<SMASHES> out of the museum.

- 216 KING URIEN
Three of you? The more the
bloodier!

The three copies react to type, Rude Ben punches his palm,
and grits his teeth, ready to fight. Sensitive Ben steps
back, shyly. Film Fan Ben is confident, but not reckless. He
speaks to his other selves.

- 217 FILM FAN BEN
Boys, it's Slammer Time!

QUICK CUTS as the Bens TRANSFORM INTO THREE ALIENS:

- 218 SENSITIVE BEN/BIG CHILL
Big Chill!
- 219 FILM FAN BEN/UPCHUCK
Upchuck!
- 220 RUDE BEN/CANNONBOLT
Cannonbolt!

In a WIDE SHOT, Big Chill, Upchuck and Cannonbolt face down
King Urien and his Armor, but since none of them is operating
on all cylinders, they only get in one another's way:

Cannonbolt tucks into a ball and, leaving a ROOSTER-TAIL OF
LAWN behind him, barrels off toward King Urien, just as...

Upchuck spews a STREAM OF CORROSIVE ACID...

- 221 UPCHUCK
<extended puking sound>

... which, when Cannonbolt, rolls through it, causes him to
lose traction, skid out of control and <CRASH> into a TREE.

222 CANNONBOLT
Whooooaaaa-oomph!

Big Chill steps up to hit King Urien with an ARCTIC BLAST...

223 BIG CHILL
<rasping exhale>

...but instead, Upchuck runs through to help Cannonbolt; Big Chill nails Upchuck accidentally.

A CLOUD OF ICY FOG CLEARS FRAME, revealing Upchuck, frozen in mid-stride like a statue.

Big Chill (AKA Sensitive Ben) winces at his error and calls:

224 BIG CHILL (CONT'D)
Sorry!

Suddenly, the Toltech's claw <SMACKS> him O.S.

225 BIG CHILL (CONT'D)
<sharp impact grunt>....Ooof.

Big Chill <SPLASHES> down in the busted fountain (see Teaser). The WATER TURNS TO ICE. Intangible Big Chill flies out of the ice just in time to see Upchuck VOMITING his way out of his own ice.

225a UPCHUCK
Vomiting

226 UPCHUCK (CONT'D)
This is a lot less fun than I
thought it would be.

Toltech bats Cannonbolt through the air, he crashes in a heap near the other two.

227 CANNONBOLT
<2 IMPACTS> You're telling me.

228 UPCHUCK
Hold him off, Kevin. We'll... I'll
be right with you.

Kevin touches the side of the fountain, covering himself with a PATINA OF STONE. He makes an oversized mace of his right hand. As he <POUNDS> O.S. toward King Urien:

229 BIG CHILL
Time for a meeting of the minds

The three aliens slap their Ultimatrixes, reverting to three Echo Echos

230 ECHO ECHOS
Echo Echo!

-- and then do so again, merging into one Ben.

There's an O.S. <SMACK>; then Kevin, his stone skin now cracked, sails in and slides to a halt face first in the dirt at Ben's feet. Murmuring through one side of his mouth:

230a KEVIN
Ooof!

231 KEVIN (CONT'D)
Your turn.

Ben looks up as...

King Urien <STOMPS> forward, <SERVOS WHIRRING> as he <CLICKS> the Toltech's graspers like lobster claws.

232 KING URIEN
(derisive)
You've gone back from three to one?
Really, Tennyson, haven't you heard
that there's safety in numbers?

With his personality again in balance, Ben evenly replies:

233 BEN
You'd think so.

As King Urien raises his metal fist to crush Ben, Ben slaps his Ultimatrix again, TRANSFORMING INTO LODESTAR.

234 LODESTAR
Lodestar!

Lodestar stops the falling fist with his magnetic powers.

235 KING URIEN
I can't move! What black magic is
this?!

Lodestar lifts off, an oscillating beacon of MAGNETIC ENERGY.

236 LODESTAR
No magic, just my natural
magnetism!

Lodestar fires a Magnetic beam at King Urien. The entire armor GLOWS ominously.

237 LODESTAR (CONT'D)
Which isn't to say you're not every
bit as attractive.

A succession of metal objects begin to tremble, then LAUNCH themselves through the air at King Urien, pummeling him. First a TRASH CAN, <WHAM>... Then a WROUGHT IRON PARK BENCH <CLANG>, and finally... KEVIN'S SEDAN <SMASHES> King Urien.

238 KING URIEN
<3 increasing IMPACTS>

Kevin weakly lifts up from his face-plant and complains:

239 KEVIN
Every time!! <fainting groan>

Eyes rolling, he collapses once more.

King Urien reels; the Toltech armor <SPARKS> and <CREAKS>.

Lodestar aims his hands and fires two MAGNETIC BEAMS.

The BEAMS hit the Toltech Armor and instantly YANK THE CONTRAPTION APART like a Lego set, leaving King Urien exposed.

240 KING URIEN
Nooo!

King Urien cowers, gazing upward as the PILE OF PIECES rises above him... and then comes <CRASHING> down, burying him.

Lodestar alights and TURNS BACK INTO BEN, who steps over to King Urien, lying under the MOUND OF DISASSEMBLED PARTS.

241 BEN
Rest in pieces.

Ben considers it a beat, then yells back to Kevin.

243 BEN (CONT'D)
Hey, Kevin? You're totally right
about the smack-talking.

DISSOLVE TO:

EXT. TENNIS STADIUM - LATE AFTERNOON

The stadium is now deserted. Ben and Kevin sit with Gwen and Julie in the empty stands. A TROPHY rests beside Julie.

244 BEN
I'm glad you won your tournament,
Julie.

245 JULIE
Yeah. Thanks.

246 GWEN
You should've been there. And by
that I mean, you should have been
there.

247 BEN
Okay, Gwen.

248 JULIE
Ben, I know you were off fighting
bad guys. I was upset --
(shrug and a smile)
But I guess that's the deal when
you decide to date a superhero.

249 BEN
Julie, I promise I'll make it up to
you. Whatever you want to do, I'm
there. Just name it.

250 JULIE
Well, maybe we could go see *Sumo*
Slammers: The Movie together.

Ben winces.

251 BEN
Actually, I, uh, already saw it.

252 JULIE
When?

253 BEN
Ah, during your match?

Incensed, Julie stands and brusquely grabs her trophy.

254 JULIE
Well! That's just... ooo!

Julie storms off. Gwen stands and scowls at Ben.

255 GWEN
Nice.

She heads off after Julie. Kevin shakes his head at Ben. Then
Kevin stands up and with mock-indignation, adds:

256 KEVIN
Man, you are so insensitive.

Kevin exits, nose in the air. Ben slumps, chin in hands.

257 BEN
<sigh>

FADE OUT.

END OF EPISODE